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*Electronically Filed on
July 6, 2007*

Attorneys for Del and Ernestine Bunch

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:
USA COMMERCIAL MORTGAGE COMPANY,
Debtor.
In re:
USA CAPITAL REALTY ADVISORS, LLC,
Debtor.
In re:
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,
Debtor.
In re:
USA CAPITAL FIRST TRUST DEED FUND, LLC,
Debtor.
In re:
USA SECURITIES, LLC,
Debtor.

Case No. BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR
Case No. BK-S-06-10729-LBR

Chapter 11

**Jointly Administered under
Case No. BK-S-06-10725-LBR**

**AFFIDAVIT OF RICHARD F. HOLLEY, ESQ.
IN SUPPORT OF MOTION TO WITHDRAW
AS COUNSEL TO DEL AND ERNESTINE
BUNCH AND CERTIFICATE OF SERVICE**

Affects:

- ☐ All Debtors
☒ USA Commercial Mortgage Company
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA First Trust Deed Fund, LLC

Date of Hearing: 07/27/2007
Time of Hearing: 9:30 a.m.

Judge: Hon. Linda B. Riegler

COUNTY OF CLARK)
STATE OF NEVADA) ss:

I, Richard F. Holley, Esq., under oath and under penalty of perjury says:

1. I am an attorney duly licensed to practice law in the State of Nevada.
2. I am a shareholder with the law firm of Santoro, Driggs, Walch, Kearney, Johnson & Thompson, attorneys for in the above-captioned proceeding.
3. I have personal knowledge of the facts set forth herein.

1 4. I make this Affidavit in Support of the Motion to Withdraw as Counsel to Del and
2 Ernestine Bunch ("Motion to Withdraw").

3 5. USA Commercial Mortgage Company and related entities ("USACM") filed their
4 bankruptcy petitions under Chapter 11 of the Bankruptcy Code on or about April 13, 2006.

5 6. Del Bunch and Ernestine Bunch ("Bunch") are unsecured creditors of USACM as
6 set out in Schedule F of the USACM schedules and subsequent amendments

7 7. Bunch timely filed a proof of claim on November 8, 2006

8 8. USACM sent out solicitation documents regarding its proposed plan of
9 reorganization and on or about December 4, 2006, Bunch submitted his ballot rejecting the
10 USACM proposed plan of reorganization


11 9. On or about December 11, 2006, USACM filed its objection to the Bunch claim
12 and requested that the claim be disallowed for voting purposes ("Motion to Disallow").

13 10. On or about December 15, 2006, Bunch retained the Santoro Firm to render legal
14 services to him regarding the Motion to Disallow. Even though Bunch refused to sign an
15 engagement letter and provide a retainer, the Santoro Firm, due to time constraints, agreed to
16 represent Bunch in the Motion to Disallow and claim objection

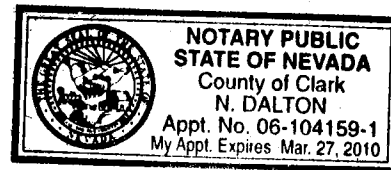
17 11. On January 26, 2007, the Santoro Firm filed, on behalf of Bunch, an appeal of the
18 bankruptcy court's order which denied the Bunch claim for voting purposes. Even though
19 USACM objected to the referral of the appeal to the Bankruptcy Appellate Panel, as of this date,
20 the appeal has not been docketed by the United States District Court

21 12. The claim objection was recently withdrawn, with the understanding that an
22 adversary proceeding would be filed against Bunch to recover alleged avoidable transfers. No
23 such adversary proceeding has yet been filed.

DATED this 6th day of July, 2007.


Richard F. Holley, Esq.

N. Deffen
NOTARY PUBLIC



CERTIFICATE OF SERVICE

I hereby certify that I am an employee of Santoro, Driggs, Walch, Kearney, Johnson & Thompson, and that on the 6th day of July, 2007, I caused to be served a true and correct copy of Affidavit of Richard F. Holley in Support of Motion to Withdraw as Counsel for Del and Ernestine Bunch in the following manner:

☒ (ELECTRONIC SERVICE) Under Administrative Order 02-1 (Rev. 8-31-04) of the United States Bankruptcy Court for the District of Nevada, the above-referenced document was electronically filed on the date hereof and served through the Notice of Electronic Filing automatically generated by that Court's facilities.

☒ (UNITED STATES MAIL) By depositing a copy of the above-referenced document for mailing in the United States Mail, first class postage prepaid, at Las Vegas, Nevada, to the following:

Del and Ernestine Bunch
1909 Red Robin Court
Las Vegas, Nevada 89134

☐ (OVERNIGHT COURIER) By depositing a true and correct copy of the above-referenced document for overnight delivery via Federal Express, at a collection facility maintained for such purpose, addressed to the parties on the attached service list, at their last known delivery address, on the date above written.

☐ (FACSIMILE) That I served a true and correct copy of the above-referenced document via facsimile, to the facsimile numbers indicated, to those persons listed on the attached service list, on the date above written.



An employee of Santoro, Driggs, Walch,
Kearney, Johnson & Thompson